

# **EXHIBIT B**



## **FIRM RESUME**

Sadis & Goldberg is internationally recognized for its securities litigation and financial services practices that consist of representing hundreds of investment advisers and related investment entities (including hedge funds, private equity funds and venture capital funds) in every aspect of their legal needs. The Firm was founded in 1997 by several prominent attorneys committed to excellence in the practice of law. Some of our partners began their career at the Securities & Exchange Commission ("SEC") and many other partners and associates are seasoned attorneys who started their career at large international law firms. All have vast levels of training and proven track records of professionalism, skill and diligence. Notwithstanding its concentration in litigation and financial services, the Firm also maintains departments in the following areas of law: Regulatory & Compliance, Corporate, Tax, Personal Wealth & Estates and Real Estate.

## **LITIGATION PRACTICE**

### **Litigation**

Sadis & Goldberg's Litigation Group consists of experienced securities and commercial litigators. We focus on representing clients prosecuting or defending claims under federal and state securities laws. We currently serve as Co-Lead and/or Liaison Counsel in several federal and state securities class action cases. We regularly represent clients in connection with FINRA, NYSE and other self-regulatory organization arbitrations and proceedings including litigation initiated by the SEC. We also represent clients involved in partnership or limited liability disputes and dissolution proceedings, real property litigation, employment disputes, intellectual property disputes and collection proceedings involving secured instruments. Our litigators have successfully tried numerous cases to verdict and regularly appear in federal and state courts.

#### **(a) Federal Securities Fraud Litigation**

Sadis & Goldberg routinely handles individual, derivative and class action securities litigation cases.

- The Firm currently is Co-Lead Counsel for Navigator Capital Partners L.P. ("Navigator") in its class action and derivative suit against Bear Stearns Asset Management Inc. and the Bear Stearns High-Grade Structured Credit Strategies L.P. (the "Fund"). This case arises out of the multi-billion dollar hedge fund fraud that triggered the now infamous collapse of Bear Stearns. Navigator, on behalf of itself and the Class, alleges that Bear Stearns engaged in valuation fraud and breach of fiduciary duties in connection with operating the Fund.
- Sadis & Goldberg currently is litigating a class action on behalf of investors alleging that their IRA custodian – Fiserv, Inc. ("Fiserv") – engaged in wrongful conduct regarding accounts held with Bernard L. Madoff Investment Securities LLC that Fiserv opened and maintained on their behalf.
- The Firm currently is representing two union pension plans, as proposed Co-Lead Counsel, in a securities class and derivative action against UBS Puerto Rico involving a series of conflicts of interests, federal securities law violations and



breaches of fiduciary duty that resulted in plaintiffs suffering hundreds of millions of dollars in damages.

- The Firm is serving as Liaison Counsel in a class action against the City Of Miami on behalf investors in City of Miami municipal bonds. This case alleges violations of sections 10b-5 and 20a of the Exchange Act and alleges damages in excess of \$150 million.
- The Firm currently is a proposed member of the Executive Committee in a commodities antitrust class action involving a massive manipulation scheme in the silver markets.

Sadis & Goldberg regularly provides comprehensive litigation services to its several hundred institutional clients, including portfolio monitoring, pre-suit factual and legal research, drafting pleadings, discovery practice, including depositions, interrogatories and discovery requests, pre- and post trial motions, trials, pre- and post trial appeals, arbitration, settlement negotiations and mediation.

**(b) Shareholder Activism: Corporate Governance, Mergers & Acquisition ("M&A") Litigation and Delaware State Securities Litigation**

Through our years of representing several hundred investment funds, we have developed an industry-leading shareholder activism practice. We regularly counsel our clients on legal issues ranging from corporate governance principles and fiduciary duty law to derivative actions, M&A litigation and appraisal rights proceedings.

Other specific areas of our Shareholder Activism practice include:

- (a) Corporate Governance;
- (b) Fiduciary Duties;
- (c) Negotiating with Management and Board of Directors;
- (d) Demand/Books and Records Requests;
- (e) Shareholder Resolutions and Voting Rights;
- (f) Mergers and Tender Offers;
- (g) Appraisal Rights;
- (h) Derivative Actions;
- (i) Individual Actions; and
- (j) Bondholder Actions.

**ATTORNEYS' BIOGRAPHIES**

**Name:** Douglas R. Hirsch, Partner, Member of Executive Committee

**Practice Areas/Areas of Concentration:** Litigation

Mr. Hirsch represents investment advisers in all phases of their operations, from drafting and counseling advisers in connection with service provider agreements and employment agreements, to representing them in connection with SEC enforcement proceedings and recovering losses due to fraud or breach of fiduciary duty. Mr. Hirsch also counsels clients in



connection with potential exposure under various agreements they enter into such as operating agreements, ISDA agreements and marketing agreements. Mr. Hirsch's 20 years of litigation experience has encompassed a broad range of trials, class action litigations and arbitrations.

Mr. Hirsch has lectured extensively on a wide range of topics and has published numerous articles regarding the financial services industry, including, "The SEC's Approach to the Regulation of Hedge Funds and Private Equity Funds", Cross-border Handbooks, PLC 2006-2007; "Which Offshore Advisors Must Register", 2005 Euromoney Compliance Review Handbook; "Arbitration: Be Careful What You Wish For", Hedge Fund Conference Forum, NY Helmsley Hotel, 2004.

Prior to joining Sadis & Goldberg in 1996, Mr. Hirsch was an associate at Schulte Roth & Zabel LLP and Lord Day and Lord, Barett Smith LP.

**Education:** Mr. Hirsch graduated from Hofstra University School of Law in 1990 and was a member of the Hofstra Law Review.

**Bar Admission(s):** New York and New Jersey, United States Court of Appeals for the Second Circuit and the United States District Courts for the Southern and Eastern Districts of New York and the District of New Jersey. Mr. Hirsch is also a member of the Association of the Bar of the City of New York.

**Name:** Charles H. Dufresne, Jr., Of Counsel

**Practice Areas/Areas of Concentration:** Litigation, Due Diligence

Mr. Dufresne concentrates his practice in corporate governance, shareholder activism and securities litigation matters, as well as providing comprehensive due diligence of alternative investment portfolios on behalf of institutional investors.

Prior to joining Sadis & Goldberg, Mr. Dufresne was a Managing Director with a Singaporean-based private equity and hedge fund management firm. Earlier in his career, Mr. Dufresne was a litigator with a highly regarded boutique law firm specializing in securities litigation and other commercial actions.

**Education:** Mr. Dufresne graduated in 1998 from Emory University, where he received his BA in Literature and Philosophy. He received his JD in 2002 from New York Law School. He received his MBA (Executive) in Finance and Marketing from Fordham University in 2004.

**Bar Admission(s):** New York and the United States District Courts for Southern and Eastern Districts of New York

**Additional Activities:** Mr. Dufresne is member of the Board of the National Association of State Treasurers (NAST), where he serves as a liaison between institutional investors and State Treasurers and their respective public pension plans. He is also a member of the New York State Bar Association and the Association of the Bar of the City of New York.



**Name:** Danielle Epstein-Day, Partner

**Practice Areas/Areas of Concentration:** Corporate Finance

Ms. Epstein-Day represents a wide range of clients, including real estate owners, investors, developers, buyers and sellers, landlords and tenants, and lenders and borrowers in a variety of commercial, financial and real estate transactions.

Ms. Epstein-Day handles many types of real estate transactions including sales and purchases, residential and commercial co-ops and condos, tax-free exchanges, and leasing of real property. She is responsible for the preparation and negotiation of all types of commercial and residential leases, including shopping centers, office buildings and other store leasing. She represents a wide range of landlords and tenants, from the independent retail store or business operator to major institutions, regional and national businesses. Ms. Epstein-Day also represents purchasers and developers in the acquisition of substantial commercial buildings, including the negotiation of first mortgage financing.

On the corporate side, Ms. Epstein-Day handles a full range of corporate legal matters including franchise agreements, shareholder agreements, operating agreements, licensing agreements, telecommunication agreements, employment practices, executive employment and compensation, and other issues regarding corporate governance.

Ms. Epstein-Day's experience in trademark practice ranges from client counseling to due diligence and assisting clients in choosing their trademarks and service marks.

**Education:** Ms. Epstein-Day received her JD degree in 1998 from St. John's University School of Law, where she was a Notes and Comments Editor of the St. John's Journal of Legal Commentary. She received her Bachelor of Arts Degree in 1995 from the State University of New York at Albany, graduating *cum laude*.

**Bar Admission(s):** New York

**Name:** Steven Etkind, Partner

**Practice Areas/Areas of Concentration:** Tax

Mr. Etkind has created hundreds of estate plans ranging from a few million in size to those in the hundreds of millions. Mr. Etkind has represented Trust companies or business owners in numerous ESOP transactions, advised numerous businesses and private investment partnerships on taxation, corporate transactions, business succession issues, and employee incentive strategies. Mr. Etkind has been quoted in The New York Times, Barron's, and Money Magazine, and other publications.

**Education:** He obtained a BA in Economics from Brandeis University in 1983, his JD from Tulane School of Law in 1986 and holds a LLM in Taxation as well. Mr. Etkind is also a Certified Public Accountant.



**Bar Admission(s):** New York

**Name:** Paul Fasciano, Partner

**Practice Areas/Areas of Concentration:** Corporate & Financial Services

Mr. Fasciano has a breadth of experience in corporate law representations, including the areas of mergers and acquisitions, private equity and hedge fund formation, securities, banking and finance, distressed debt trading, and structured finance and derivatives.

Mr. Fasciano has advised purchasers and sellers in a wide variety of public and private merger and acquisition transactions covering an array of industries, including the defense, energy, cosmetics, apparel and steel industries. Transactions include PIPE investments, distressed sales, including those affected under Section 363 of the U.S. Bankruptcy Code, and sales of portfolios of financial instruments, such as furniture leases and accounts receivable.

In the securities area, Mr. Fasciano has represented New York Stock Exchange ("NYSE") and NASDAQ listed public companies with respect to securities laws and listed company compliance, including periodic filings with the SEC, compliance with the Sarbanes-Oxley Act and general advice on proxy contests, corporate governance and executive compensation issues. He has also represented issuers and investors in public and private offerings of securities, including IPOs and early stage preferred stock financings.

Mr. Fasciano has represented administrative agents, lenders and borrowers in connection with a variety of syndicated, secured credit facilities, including working capital and acquisition facilities, asset-based and cash flow facilities, and debtor-in-possession facilities. In the derivatives area, he is conversant with the standard ISDA documentation and has also been involved in the creation of complex custom derivatives products.

Mr. Fasciano was an associate in the Corporate Department at Weil, Gotshal & Manges LLP from 1997 to 2006. He graduated at the top of his class from Hofstra University School of Law in 1997, where he was an Associate Editor of the Law Review and published an oft-cited note entitled Internet Electronic Mail: A Last Bastion for the Mailbox Rule.

**Education:** Mr. Fasciano graduated at the top of his class from Hofstra University School of Law in 1997. He received a Bachelor of Engineering degree from The Cooper Union for the Advancement of Science and Art in 1991, *summa cum laude*.

**Bar Admission(s):** New York

**Name:** Lance Friedler, Partner

**Practice Areas/Areas of Concentration:** Corporate & Financial Services

Mr. Friedler regularly counsels clients on structuring and forming U.S. and non-U.S. private investment funds, including the investment manager and general partner entities to such funds. In addition, Mr. Friedler counsels investment managers on registration and on-going compliance issues with the SEC, including the preparation of all written compliance policies and procedures.



Mr. Friedler's investment management experience is broad in scope and includes the preparation and negotiation of various types of agreements, seed capital arrangements and joint venture arrangements.

**Education:** Mr. Friedler received his JD *cum laude* from New York Law School in 1997 and his BS in Economics from Oneonta State College in 1992. Mr. Friedler was an Articles Editor on the New York Law School Journal of Human Rights.

**Bar Admission(s):** New York

**Name:** Ron S. Geffner, Partner, Member of Executive Committee

**Practice Areas/Areas of Concentration:** Corporate & Financial Services, Due Diligence

Mr. Geffner regularly structures, organizes and counsels private investment vehicles, investment advisory organizations, broker-dealers, Commodity Pool Operators ("CPO") and other investment fiduciaries. Mr. Geffner also routinely counsels clients in connection with regulatory investigations and actions. Mr. Geffner regularly counsels institutional investors, such as public pension plans, hedge fund of funds, private equity fund of funds, and seeding entities, in their investment related legal needs. Mr. Geffner's broad background with federal and state securities laws and the rules and regulations of the SEC, Financial Industry Regulatory Authority ("FINRA"), Commodity Futures Trading Commission ("CFTC") and various other regulatory bodies, enables him to provide strategic guidance to a diverse clientele. He provides legal services to several hundred hedge funds and private equity funds organized in the U.S. and offshore.

Mr. Geffner began his legal career with the SEC, where he investigated and prosecuted violations of the federal securities laws. He also assisted federal and state criminal agencies such as the FBI, U.S. Attorney's Office and the Attorney General's Office, in connection with their investigations of possible criminal violations of federal and state securities laws.

Prior to founding Sadis & Goldberg, Mr. Geffner was associated with two other New York City-based law firms, where he represented domestic and offshore private investment vehicles, as well as broker-dealers, registered investment advisers and registered investment companies. He began his corporate legal career as in-house counsel to the Investment Management Industry Services Group of PricewaterhouseCoopers LLP, where he provided legal advice regarding investment advisers, registered investment companies and broker-dealers.

Mr. Geffner is often interviewed as a legal expert in the securities industry and has been interviewed on television on Squawk Box and Power Lunch on CNBC, Fox News, CBS Morning Show, CBS Evening News with Dan Rather, British Broadcasting Channel, Bloomberg Radio, and is regularly quoted in The New York Times, The Wall Street Journal, Bloomberg News, Barron's, Barron's Online, Reuters, Dow Jones, Financial Times, New York Newsday, London Daily News, TheStreet.com, Private Equity Week and other national and international publications. Recently, Mr. Geffner was invited to speak to the CFTC in Washington D.C. as a panelist on the CPO and Commodity Pool Roundtable in connection with recent developments in the hedge fund industry. In addition, he has published a number of leading industry and legal articles. Mr. Geffner currently serves as a member of the Board of Directors of the Hedge Fund Association Ltd., which is an international not-for-profit industry trade and nonpartisan lobbying organization devoted to advancing transparency, development and trust in alternative investments.





**Education:** Mr. Geffner received his JD in 1991 from Benjamin N. Cardozo School of Law, and received his B.A. degree in 1988 from Rutgers University.

**Bar Admission(s):** New York and New Jersey

**Additional Activities:**

- Board of Directors, Hedge Fund Association Ltd. (2008, 2009)
- Young Presidents' Organization (2010)
- "Who's Who Legal: The International Who's Who of Private Funds Lawyers," Law Business Research Ltd. (2008)
- "2008 Guide to the World's Leading Investment Funds Lawyers," Legal Media Group, in association with the International Financial Law Review (2008)

**Name:** Jeffrey Goldberg, Partner, Member of Executive Committee

**Practice Areas/Areas of Concentration:** Corporate Finance

Mr. Goldberg is a Partner and member of the Executive Committee of Sadis & Goldberg LLP. Mr. Goldberg concentrates his practice in real estate, finance and corporate law.

On the real estate side, he represents a wide range of clients, including real estate owners, investors, developers, buyers and sellers, landlords and tenants, and lenders and borrowers in a variety of commercial, financial and real estate transactions.

In addition, he has extensive experience in public and private company transactions, both domestic and international, including, acquisitions, private placements, financing, licensing and restructuring. Mr. Goldberg acts as in-house counsel to numerous privately owned companies. Mr. Goldberg handles a full range of corporate legal matters including franchise agreements, shareholder agreements, operating agreements, licensing agreements, telecommunication agreements, employment practices, executive employment and compensation, and other issues regarding corporate governance.

**Education:** Mr. Goldberg is a graduate *cum laude* with honors of the Benjamin N. Cardozo School of Law, where he was a senior editor of the Cardozo Law Review, and was a recipient of an Alexander Fellowship. Mr. Goldberg spent six months as a full time student clerk for the Honorable Maryanne Trump Barry. Formerly he was an associate at Milbank, Tweed, Hadley & McCloy. Mr. Goldberg received his Bachelor of Science Degree from the State University of New York at Albany.

**Bar Admission(s):** New York

**Name:** Rachel Greer, Associate

**Practice Areas/Areas of Concentration:** Regulatory and Compliance





Ms. Greer is involved in the structuring and organizing of broker-dealers and investment advisers and regularly assists in the counseling of investment professionals in connection with regulatory matters.

Prior to joining Sadis & Goldberg, Ms. Greer interned during law school at Oppenheimer & Co., Inc., a broker-dealer and investment advisory firm, where she drafted pleadings and discovery requests for FINRA arbitration matters. Before attending law school, Ms. Greer worked as an analyst at UBS in both its London, England and Stamford, Connecticut offices.

**Education:** Ms. Greer received her JD from Brooklyn Law School in 2008 where she was the recipient of the Lisle Scholarship. She graduated from the University of California, Los Angeles in 2002 with a Bachelor of Arts in English and a minor in Political Science.

**Bar Admission(s):** New York

**Name:** Steven Huttler, Partner

**Practice Areas/Areas of Concentration:** Corporate and Financial Services

Mr. Huttler has extensive experience in corporate, investment fund and securities matters, including the representation of investment funds, U.S. and foreign issuers, underwriters, and private clients in various registered public and private offerings of debt and equity securities totaling in excess of \$10 billion.

In recent years, Mr. Huttler has served as corporate counsel to many private investment funds and partnerships, including those based in U.S. and in offshore jurisdictions, such as the Cayman Islands, Bermuda and the British Virgin Islands. Mr. Huttler's legal practice has exposed him to a variety of fund clients, from large mutual funds to sophisticated offshore funds to small start-up hedge funds and financial industry entrepreneurs. This practice has included the structuring and establishment of start-up funds and managed accounts; advising management companies and fund managers on compensation structures; the restructuring and reorganization of such funds; structuring and advising on fund trades; and a range of sophisticated transactional work for such funds (including PIPEs transactions). Additionally, he has also been active on the business side in the investment fund industry. In particular, he has represented brokerage firms in providing investment and trading services to investment funds and equity, debt and option traders.

**Education:** Mr. Huttler is a graduate of Columbia University's School of Law (Harlan Fiske Stone Scholar), where he received a JD degree, and completed the program of the Parker School of International Law. He has a Bachelor of Arts degree in History from Yeshiva University (*magna cum laude*).

**Bar Admission(s):** New York

**Additional Activities:** Mr. Huttler currently sits on the Board of Governors of the Lawrence Association, the central political and citizens group in the Town of Lawrence, Nassau County, New York.

**Name:** Jarret Kahn, Associate



**Practice Areas/Areas of Concentration:** Litigation

Mr. Kahn's responsibilities include all aspects of litigation including trial and appellate work in state and federal courts throughout New York State.

**Education:** Mr. Kahn graduated *magna cum laude* from the University of Pennsylvania in 1995. He graduated from New York University School of Law in 1999 where he was a member of the Competitions Division of the Moot Court Board.

**Bar Admission(s):** New York and Washington, D.C. Mr. Kahn is also admitted to the Supreme Court of the United States, the United States Court of Appeals for the Second Circuit, and the United States District Courts for the Southern and Eastern Districts of New York.

**Name:** David Kasell, Associate

**Practice Areas/Areas of Concentration:** Litigation

Prior to joining Sadis & Goldberg, Mr. Kasell was a litigator with a highly regarded boutique law firm specializing in securities litigation and other commercial actions.

Before returning to practice as a litigator Mr. Kasell obtained his Series 7, 63, 65 and New York life and health licenses in the retail brokerage industry where he was a Financial Consultant with Merrill Lynch and with Dreyfus. His experience as a financial professional has given him extensive experience in the securities industry making him well versed in all aspects of retail account management and a wide array of financial tools and their proper deployment by investment professionals. In addition Mr. Kasell has written a number of articles for Registered Rep. Magazine.

**Education:** Mr. Kasell graduated in 1990 from University of Vermont and he received his JD from the Hofstra University School of Law in 1995.

**Bar Admission(s):** New York, United States District Courts for Southern and Eastern Districts of New York

**Name:** Sam Lieberman, Of Counsel

**Practice Areas/Areas of Concentration:** Litigation

Sam Lieberman has extensive experience handling all stages of high-profile securities class actions, complex commercial litigation, and government investigations. Mr. Lieberman has served as lead counsel presenting argument on behalf of clients at the trial and appellate levels. In addition, he has represented individuals and investment advisers in civil and criminal investigations by the SEC and the U.S. Attorney's office.

Mr. Lieberman has litigated securities actions on behalf of plaintiffs and defendants involving a wide array of matters, including subprime mortgage-backed securities, stock option backdating, market-timing, late-trading, accounting irregularities, insider trading, market manipulation,



channel-stuffing, and alleged false financial disclosures. He has also handled numerous mergers and acquisitions disputes involving key issues of corporate governance and shareholder rights. In addition, Mr. Lieberman has represented clients in SEC and U.S. Attorney's office investigations in various matters including alleged securities fraud, mail fraud, wire fraud and tax evasion.

Prior to joining Sadis & Goldberg, Mr. Lieberman worked at leading plaintiffs and defense firms, including Bernstein Litowitz Berger & Grossman and Cravath Swaine & Moore. Before entering private practice, he served as a law clerk for the Honorable Raymond C. Fisher of the U.S. Court of Appeals for the Ninth Circuit and the Honorable Patricia M. Wald of the U.S. Court of Appeals for the D.C. Circuit.

**Education:** Mr. Lieberman received his JD from Columbia Law School and his BA from Binghamton University. While at Columbia, Mr. Lieberman was a Kent Scholar and the Senior Editor of the Columbia Law Review.

**Bar Admission(s):** New York; U.S. District Court, Southern District of New York; U.S. Courts of Appeals for the Second, Third, Fifth and the Ninth Circuit.

**Name:** Yelena Maltzer, Associate

**Practice Areas/Areas of Concentration:** Corporate and Financial Services, Due Diligence

Ms. Maltzer is involved in the structuring, formation, capital raising and regulatory compliance of hedge funds. She regularly prepares offering and organizational documents, reviews marketing materials and drafts various related agreements.

Prior to joining Sadis & Goldberg, Ms. Maltzer was an associate in the corporate groups of Cadwalader, Wickersham & Taft LLP in New York and Clifford Chance US LLP in New York, where she worked on a variety of general corporate matters.

**Education:** Ms. Maltzer received her JD from New York University School of Law in 2003, where she was a member of the Journal of International Law and Politics. She graduated *summa cum laude* with a Bachelor of Science from New York University Stern School of Business in 2000.

**Bar Admission(s):** New York

**Name:** Micah Nesson, Associate

**Practice Areas/Areas of Concentration:** Corporate and Financial Services, Due Diligence

Mr. Nesson is involved in the structuring and formation of hedge funds and private equity funds, as well as the Firm's transaction practice which includes private investments in public equity (PIPEs), private equity and venture capital investments. He regularly prepares offering and organizational documents and various related agreements.



Prior to joining Sadis & Goldberg, Mr. Nesson was an associate in the capital markets group of Jones Day in New York, where he represented issuers and underwriters in initial public offerings, public offerings, and private placements (144A, Regulation S, and Regulation D) of equity, debt and convertible securities, exchange offerings, and unit offerings. In addition, Mr. Nesson has assisted issuers with public disclosure requirements and corporate governance.

**Education:** Mr. Nesson graduated *cum laude* from Tulane Law School in 2002 where he was editor-in-chief of the Tulane Journal of International and Comparative Law. He graduated *cum laude* from Hobart College in 1997.

**Bar Admission(s):** New York

**Name:** John T. O'Connor, Partner

**Practice Areas/Areas of Concentration:** Corporate

John O'Connor's experience spans mergers and acquisitions, joint ventures, financings and general business matters. His practice primarily involves representing private equity funds, venture capital funds, hedge funds and other investment funds and corporate issuers regarding a wide range of activities, including mergers and acquisitions, contested change of control transactions, proxy contests, activist investing, portfolio investments, debt and equity financings and other commercial arrangements.

Prior to joining Sadis & Goldberg, Mr. O'Connor was a partner in the Corporate Mergers & Acquisitions Group of Milbank, Tweed, Hadley & McCloy LLP. During his twenty years at Milbank, he also had significant experience in Bankruptcy/Reorganization matters. John maintained an active corporate practice consisting principally of corporate issuers and private equity funds and was responsible for the management and training of over 50 attorneys.

**Education:** Mr. O'Connor received his J.D. from Pace University School of Law, *summa cum laude* in 1986, where he was Valedictorian and Editor of The Pace Law Review. He received his B.S. from Gettysburg College in 1982.

**Bar Admission(s):** New York

**Name:** Jennifer Rossan, Partner

**Practice Areas/Areas of Concentration:** Litigation

Prior to joining Sadis & Goldberg, Ms. Rossan was Senior Counsel for the New York City Law Department, Office of the Corporation Counsel. At Corporation Counsel, Ms. Rossan, a senior trial lawyer, defended the City of New York and the New York City Police Department in matters involving high exposure and complex and novel policy issues, including police shootings and large class action lawsuits. Ms. Rossan tried numerous cases to verdict in federal court with outstanding results. In addition to her trial experience, Ms. Rossan has extensive experience in all aspects of litigation, including comprehensive document productions, electronic discovery, motion practice, oral argument and settlement negotiations. While at Corporation Counsel, Ms.



Rossan supervised junior attorneys and taught continuing legal education classes on all facets of trial practice.

From 1996 to 1999, Ms. Rossan was an Assistant Attorney General in the Litigation Bureau of the Office of the New York State Attorney General. As an Assistant Attorney General, Ms. Rossan defended the state in several major class action lawsuits and litigated employment discrimination cases in federal court.

**Education:** Ms. Rossan received her JD from Boston University of Law and her BA from the University of Michigan.

**Bar Admission(s):** Massachusetts and New York; United States District Courts for the Southern and Eastern Districts of New York

**Name:** Mitchell Taras, Of Counsel

**Practice Areas/Areas of Concentration:** Corporate Finance and Real Estate

Mr. Taras represents clients in a variety of complex real estate transactions including acquisitions, dispositions, financing, construction, leasing, and joint venture negotiations. His clients own and develop apartment buildings, shopping centers, hotels, and office buildings. He has experience in representing both borrowers and lenders in mezzanine lending, securitized loans as well as secured and unsecured credit facilities. He also has represented owners in connection with construction contracts and disputes.

Mr. Taras counsels proprietorships, franchisees, and various other closely held businesses in their day-to-day operations and has extensive experience in structuring, negotiating and implementing various business transactions. Examples of such transactions include sales of assets, mergers and consolidations, acquisitions and dispositions of companies, joint ventures, business restructuring and reorganizations, as well as preparation of employment, shareholder, partnership and limited liability company operating agreements.

Mr. Taras' clients also include franchisees, restaurants, fast food operators, hotels, entrepreneurs, convenience and gas station operators, jewelry manufacturers and distributors.

**Education:** Mr. Taras graduated in 1993 from Lehigh University in Bethlehem, Pennsylvania where he received his Bachelor of Science Degree in Finance. He graduated from Brooklyn Law School in 1996.

**Bar Admission(s):** New York, United States District Court for the Southern and Eastern Districts of New York

**Name:** Dan Viola, Partner

**Practice Areas/Areas of Concentration:** Regulatory and Compliance



Dan is the Head of the Regulatory Defense and Compliance Group. He structures and organizes broker-dealers and investment advisers and regularly counsels investment professionals in connection with regulatory matters.

Mr. Viola previously served as a senior compliance examiner for the Northeast Region of the SEC. During his tenure at the SEC, Mr. Viola worked on several compliance inspection projects involving compliance examinations of registered investment advisers to ensure compliance with the Investment Advisers Act, the Investment Company Act, the Securities Act, and the Securities Exchange Act. Mr. Viola's examination experience includes reviewing:

- Financial statements
- Performance advertising
- Disclosure documents
- Investment adviser and hedge fund issues arising under ERISA and blue-sky laws.

After leaving the SEC, Mr. Viola founded VIOCO, Ltd., which provided consulting services to registered investment advisers and broker-dealers in the field of regulatory compliance, including compliance policy planning and implementation of soft dollar reviews, mock SEC compliance audits, and compliance training for supervisory personnel. VIOCO served as a consultant to provide mandated corrective consulting to investment advisers that were sanctioned by the SEC.

From 1997 to 2002, Mr. Viola served as general counsel for Andover Brokerage LLC, which was ultimately acquired by SunGard (NYSE:SDS). Andover was a self-clearing member firm of the FINRA and a trading/technology firm that provided direct-access trading, order routing, and brokerage and clearing services to the professional investor community.

Prior to joining Sadis & Goldberg, Mr. Viola was general counsel to the Carlin Financial Group. Mr. Viola directly monitored all litigation and arbitration matters for Carlin and its related entities, including Generic Trading of Philadelphia LLC, a proprietary trading broker-dealer registered with the Philadelphia Stock Exchange.

**Education:** Mr. Viola received a JD degree from St. John's School of Law in 1996 and a B.S. Degree in Finance from St. John's University in 1992.

**Bar Admission(s):** New York, a FINRA arbitrator and has also obtained several brokerage licenses, including the Series 4, 7, 24, 55, 63 and 65.

**Name:** Erika Winkler, Associate

**Practice Areas/Areas of Concentration:** Corporate and Financial Services

Ms. Winkler is involved in the structuring, formation, capital raising and regulatory compliance of U.S. and non-U.S. hedge funds and private equity funds. In this role, she regularly prepares offering and organizational documents, reviews marketing materials and drafts and reviews various related agreements, including operating agreements for management entities, side letter agreements and third-party marketing agreements.





**Education:** Ms. Winkler received her JD from Fordham University School of Law in 2006 and her BS from Cornell University in 2002. While at Fordham, Ms. Winkler was a Notes & Articles Editor of the Fordham Environmental Law Review and a recipient of the Archibald R. Murray Public Service Student Award.

**Bar Admission(s):** New York

## **OTHER PRACTICE AREAS**

Sadis & Goldberg was recently ranked fifth in the investment fund industry by both *Lipper HedgeWorld* and *Alpha* magazine. We represent several hundred investment vehicles, and our practice is conducted on a national and international scale. The Firm maintains departments in the following additional areas of law: Financial Services, Regulatory & Compliance, Corporate, Tax, Personal Wealth & Estates, and Real Estate.

### **Financial Services**

Drawing upon the collective experience of our corporate, securities and tax attorneys, Sadis & Goldberg's Financial Services Group is widely recognized as providing skilled legal guidance to all types of clients in such diverse areas as Private Investment Funds (hedge funds, private equity & venture capital), Investment Adviser and Broker-Dealer representation, and other types of Private Investments. Our extensive experience in representing the financial community provides us significant economies of scale and the background to respond to most legal issues in a timely and cost-effective manner.

Our service portfolio includes the organization of new banks and stock insurance companies, mergers and acquisitions and integrated bank and insurance companies. We handle secured and asset-based lending transactions for many clients and we represent clients in numerous aspects of domestic and international secured and unsecured lending. We also represent mezzanine lenders and venture capital firms in structuring and restructuring debt and equity for new ventures.

### **Regulatory & Compliance**

Sadis & Goldberg's Regulatory & Compliance Group advises, among others, registered investment advisers, broker-dealers, banks (investment and commercial), commodity pool operators and commodity trading agents. Our attorneys assist clients in developing, reviewing and enhancing their compliance policies and monitoring the efficacy of such systems. We regularly review and revise compliance manuals, investment advisory agreements and marketing documents and provide legal guidance on questions concerning trading and investment practices. We also counsel clients with respect to informal inquiries, no-action letters, Well's notices, examinations, formal investigations and enforcement actions.

Our Firm regularly conducts mock audits and reviews on behalf of our clients. This review ordinarily encompasses a review of compliance documents, policies and procedures that are required to be maintained by a client under federal and state securities laws. We also inspect the client's physical operations and interview the client's staff. The review culminates in a report issued either by the Financial Services Group or by an independent auditor. The report is





designed to highlight areas of concern and provide guidance to improve those concerns. These regulatory reviews are tailored to the specific needs of each client.

### **Corporate**

Sadis & Goldberg represents a wide variety of corporations and financial institutions in corporate finance transactions as well as mergers and acquisitions, private investment vehicles (hedge funds, venture capital funds, buyout firms in fund formation and private equity investments), start-ups and their financing sources, and domestic and international corporations in strategic alliances. The Firm also acts as outside counsel to numerous public and private corporations for their general corporate needs.

The Firm's corporate, finance and securities lawyers are experienced in all aspects of federal and state securities regulation. We regularly act as counsel to issuers and investors in private placements of equity and debt securities. We also advise issuers preparing for public offerings of securities and provide ongoing securities law advice to our corporate clients.

### **Tax**

Our tax and ERISA (Retirement Plan) lawyers advise on a wide range of securities offerings and other transactional work, as well as provide personal tax planning for high net worth individuals and families. Our practice encompasses tax-efficient structuring of mergers and acquisitions and advice in the formation and tax-efficient operation of investment vehicles for domestic and offshore entities. Our practice further includes both corporate transactions as well as ones involving closely held partnerships. Additionally, cross-border transactions are an important component of our tax practice.

We advise private investment vehicles such as hedge funds, private equity funds, venture capital funds, and their managers and investors. Many of these vehicles invest in highly complex trading strategies and in cutting-edge financial instruments, all of which requires the up-to-the-minute tax expertise that we pride ourselves on providing. There is a significant international component to this tax advice, as our fund practice has become increasingly global in scope.

### **Personal Wealth & Estates**

Sadis & Goldberg has a well-developed personal wealth and estates practice, serving clients' needs ranging from simple wills, trusts, health care proxies and the like to complex estate planning programs for wealthy international executives and entrepreneurs. Money managers and business owners who have the financial capability to select counsel in the largest law firms will often retain or recommend us due to the specialized techniques and individualized attention we provide in implementing strategies to reduce gift and estate taxation. We have identified and implemented trusts and other transactions that have significantly reduced future estate taxes, which were overlooked by other law firms. We have a broad range of experience in the areas of estate planning, trust and estate administration, buy-sell agreements utilized in closely-held companies funded with life insurance, charitable giving, advising institutional fiduciaries, creating and advising exempt organizations and trust and estates litigation.



Estate planning can be complex and technical in areas such as generation skipping taxes on transfers from a senior generation to a younger generation skipping a generation in-between, personal residence trusts, grantor retained income trusts, charitable lead trusts, and life insurance trusts. We strive to identify and discuss with each client the risk inherent in their current planning and ways to reduce those risks by employing more efficient strategies.

### **Real Estate**

Sadis & Goldberg's Real Estate Department provides advice and representation for all of the diverse issues that occur with real estate transactions. We represent developers throughout the metropolitan New York area, advising on projects involving, public and private financing, partnership structuring, construction contracts, hotel management, leasing, sales, exchanges and other dispositions. Our attorneys are active in a variety of transactions involving construction of office, industrial, retail, hotel and residential projects, bringing special expertise in mixed-use developments. Our lawyers also represent lenders and borrowers in all areas of real-estate-secured financings and loans.